

A RESOLUTION

BY

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03-R-1449

A RESOLUTION AUTHORIZING THE CITY ATTORNEY TO EXECUTE A RETAINER AGREEMENT WITH THE LAW FIRMS OF SUTHERLAND ASBILL & BRENNAN AND THOMAS, KENNEDY, SAMPSON & PATTERSON TO SERVE AS BOND AND DISCLOSURE COUNSEL TO THE CITY OF ATLANTA IN CONNECTION WITH PUBLIC FINANCE TRANSACTIONS (INCLUDING THE ISSUANCE OF BOND ANTICIPATION NOTES) FOR THE DEPARTMENT OF AVIATION; TO AUTHORIZE THE CHIEF FINANCIAL OFFICER TO PAY FEES AND COSTS FOR LEGAL SERVICES RENDERED PURSUANT TO SAID RETAINER AGREEMENT IN AN AMOUNT NOT TO EXCEED \$200,000; AND FOR OTHER PURPOSES.

WHEREAS, Section 2-991 of the Code of Ordinances for the City of Atlanta provides certain procedures for the selection and recommendation of Bond Counsel; and

WHEREAS, the City Attorney solicited written proposals from numerous law firms in the City of Atlanta to serve as Bond Counsel for the City of Atlanta's Department of Aviation in connection with issuance of Bond Anticipation Notes ("BANs") to finance the Hartsfield Development Plan; and

WHEREAS, as a result of the foregoing solicitation, the law firms of Sutherland Asbill & Brennan and Thomas, Kennedy, Sampson & Patterson were selected to serve as Bond Counsel for the Department of Aviation for a period of two years with an option to renew for two additional years; and

WHEREAS, the Council authorized the Interim City Attorney to execute a retainer agreement between the City of Atlanta and the law firms of Sutherland Asbill & Brennan and Thomas, Kennedy, Sampson & Patterson pursuant to 02-R-0974 in connection with the issuance of BANs; and

WHEREAS, the Department of Aviation desires to issue additional BANs; and

WHEREAS, the law firms of Sutherland, Asbill & Brennan and Thomas, Kennedy, Sampson & Patterson have competently served as bond counsel in connection with the previous BAN issue; and

WHEREAS, the City Attorney, in consultation with the Chief Financial Officer, recommends that the law firms continue in their role as bond counsel in connection with Airport financing transactions for a term of two years with a two year option to renew.

NOW THEREFORE, THE COUNCIL OF THE CITY OF ATLANTA, GEORGIA HEREBY RESOLVES that the City Attorney of the City of Atlanta is hereby authorized to execute a retainer agreement with the law firms of Sutherland, Asbill & Brennan and Thomas, Kennedy, Sampson & Patterson to serve as Bond and Disclosure Counsel to the City of Atlanta's Department of Aviation, for a term of two years with a two year option to renew, in connection with Airport financing transactions in the approximate amount of \$500,000,000.00.

Be it further resolved that the Chief Financial Officer is hereby authorized to cause payment of all legal fees, expenses, and costs due for legal services rendered by Sutherland, Asbill & Brennan and Thomas, Kennedy, Sampson & Patterson in connection with and at the time of issuance of BANs in the approximate amount of \$500,000,000, such amounts to be paid from the proceeds of the bond issue; provided that the legal fees authorized herein shall not exceed the sum of \$200,000.00, plus actual expenses incurred by Sutherland, Asbill & Brennan and Thomas, Kennedy, Sampson & Patterson.

Be it finally resolved that all resolutions and parts of resolutions in conflict herewith are hereby rescinded.